



Oct 9 2009  
11:10AM

# EXHIBIT 3

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[Other Counsel Listed on  
Signature Page]

Attorneys for Plaintiff  
City of Santa Monica

SUPERIOR COURT OF THE STATE OF CALIFORNIA

IN AND FOR THE COUNTY OF ORANGE

CITY OF SANTA MONICA,

Plaintiff,

vs.

SHELL OIL COMPANY; SHELL OIL  
PRODUCTS COMPANY; SHELL  
PIPELINE CORPORATION;  
CHEVRON CORPORATION; CHEVRON  
U.S.A. INC.; CHEVRON PRODUCTS  
COMPANY; ATLANTIC RICHFIELD  
COMPANY; MOBIL OIL CORPORATION;  
EXXON MOBIL CORPORATION; TOSCO  
CORPORATION; ULTRAMAR, INC.;  
TEXACO REFINING AND MARKETING,  
INC.; EQUILON ENTERPRISES LLC;  
ARCO CHEMICAL COMPANY;  
LYONDELL CHEMICAL COMPANY;  
EXXON CORPORATION; UNOCAL  
CORPORATION; EQUILON PIPELINE  
COMPANY LLC; and DOES 1  
through 600, inclusive,

Defendants.

CASE NO. 01CC04331

(Assigned to Judge Sundvold)

**NOTICE OF ENTRY OF AMENDED  
ORDER**

[FILED BY FACSIMILE]

Complaint Filed: June 19, 2000

Transfer Date: April 2, 2001

Trial Date: None

Discovery Cutoff: None

Hearing Date: December 19, 2003

Time: 9:30 a.m.

Dept: CX - 105

Judge: Honorable Stephen J. Sundvold

1 TO ALL PARTIES AND THEIR ATTORNEYS OF RECORD:

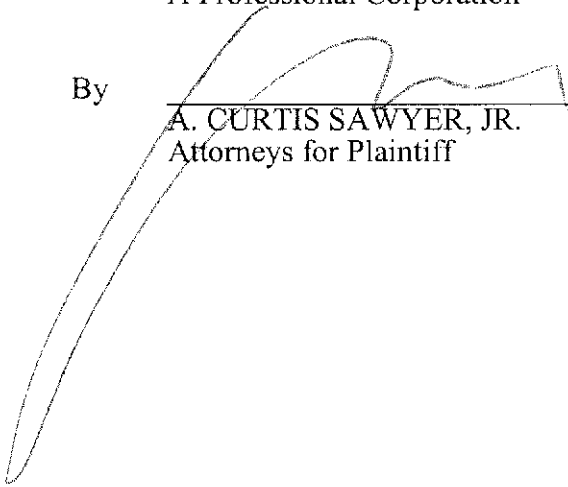
2 NOTICE IS HEREBY GIVEN that on January 9, 2004, the above-referenced court granted  
3 the motion for determination of good faith settlement of ChevronTexaco Corporation, Chevron  
4 U.S.A. Inc., and Chevron Products Company, ExxonMobil Corporation; Shell Oil Company,  
5 Shell Oil Products Company, Shell Pipeline Corporation, Equilon Enterprises LLC, Equilon  
6 Pipeline Company LLC, and Texaco Refining and Marketing Inc.; Thrifty Oil Co. and Best  
7 California Gas, Ltd.

8 A true and correct copy of the Order is attached hereto as Exhibit 1.

9 Dated: January 14, 2004

10 **MILLER & SAWYER**  
A Professional Corporation

11 By

12   
A. CURTIS SAWYER, JR.  
Attorneys for Plaintiff

13 *Other Counsel:*

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**FILED**  
SUPERIOR COURT OF CALIFORNIA  
COUNTY OF ORANGE  
CENTRAL JUSTICE CENTER  
JAN - 9 2004  
ALAN SLATER, Clerk of the Court  
BY *N. Parker*

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[Additional Counsel for Moving Parties On Following Page]

SUPERIOR COURT OF THE STATE OF CALIFORNIA  
IN AND FOR THE COUNTY OF ORANGE

CITY OF SANTA MONICA,  
  
Plaintiff,  
  
vs.

Case No. 01CC04331  
[Assigned for all purposes to the  
Honorable Stephen J. Sundvold]

SHELL OIL COMPANY; SHELL OIL  
PRODUCTS COMPANY; SHELL  
PIPELINE CORPORATION; CHEVRON  
CORPORATION; CHEVRON U.S.A. INC.;  
CHEVRON PRODUCTS COMPANY;  
ATLANTIC RICHFIELD COMPANY;  
MOBIL OIL CORPORATION;  
EXXONMOBIL CORPORATION; TOSCO  
CORPORATION; ULTRAMAR INC.;  
TEXACO REFINING AND MARKETING  
INC.; EQUILON ENTERPRISES LLC;  
ARCO CHEMICAL COMPANY;  
LYONDELL CHEMICAL COMPANY;  
EXXON CORPORATION; UNOCAL  
CORPORATION; EQUILON PIPELINE  
COMPANY LLC; and DOES 1 through 600,  
inclusive,

~~PROPOSED~~ AMENDED ORDER ON  
MOTION BY CHEVRONTEXACO  
CORPORATION; CHEVRON U.S.A.  
INC.; CHEVRON PRODUCTS  
COMPANY; EXXONMOBIL  
CORPORATION; THRIFTY OIL CO.;  
BEST CALIFORNIA GAS, LTD.; SHELL  
OIL COMPANY; SHELL OIL  
PRODUCTS COMPANY; SHELL  
PIPELINE CORPORATION, EQUILON  
ENTERPRISES LLC; EQUILON  
PIPELINE COMPANY LLC; AND  
TEXACO REFINING AND MARKETING  
INC. FOR DETERMINATION OF GOOD  
FAITH SETTLEMENT

Complaint Filed: June 19, 2000  
Trial Date: None Set  
  
Hearing Date: December 19, 2003  
Time: 9:30 a.m.  
Dept: CX-105  
Judge: Honorable Stephen J. Sundvold

Defendants  
  
AND OTHER CROSS-COMPLAINTS

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JEFFREY J. PARKER, State Bar No. 155377  
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18 Corporation, Equilon Enterprises LLC, Equilon Pipeline Company LLC and Texaco Refining and  
Marketing Inc.  
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1 The Motion for Determination of Good Faith Settlement of ChevronTexaco Corporation  
2 (formerly Chevron Corporation), Chevron U.S.A. Inc., and Chevron Products Company,  
3 ExxonMobil Corporation; Shell Oil Company, Shell Oil Products Company, Shell Pipeline  
4 Corporation, Equilon Enterprises LLC, Equilon Pipeline Company LLC and Texaco Refining  
5 And Marketing Inc.; Thrifty Oil Co. and Best California Gas, Ltd. (collectively, "Settling  
6 Parties"), came on regularly for hearing by the Court on December 19, 2003. The matters having  
7 been argued and submitted, and good cause being shown,

8 IT IS HEREBY ORDERED that:

9 In accordance with the Court's prior written ruling granting the Settling Parties' Motion,  
10 the Court finds that the Settlement entered into between Plaintiff City of Santa Monica and  
11 Settling Parties is in good faith pursuant to California Code of Civil Procedure sections 877 and  
12 877.6 and that Settling Parties, and each of them, are entitled to protection from contribution and  
13 equitable indemnity claims as provided in California Code of Civil Procedure sections 876 and  
14 877.6. The Court further finds that the settlement value agreed upon by the Settling Parties and  
15 the City of Santa Monica is reasonable and, accordingly, assigns a value of three hundred twelve  
16 million, eight hundred and fifty thousand dollars (\$312,850,000) to the Settlement.

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18 DATED: JAN 9 - 2004 Honorable Stephen J. Sundvold  
19 Honorable Stephen J. Sundvold  
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**PROOF OF SERVICE**

I am employed in the County of Los Angeles, California. I am over the age of 18, and not a party to the within action. My business address is 300 South Grand Avenue, Twenty-Second Floor, Los Angeles, CA 90071-3132. On January 7, 2004, I caused to be served the following documents in this action: **[PROPOSED] AMENDED ORDER ON MOTION BY CHEVRONTExACO CORPORATION; CHEVRON U.S.A. INC.; CHEVRON PRODUCTS COMPANY; EXXONMOBIL CORPORATION; THRIFTY OIL CO.; BEST CALIFORNIA GAS, LTD.; SHELL OIL COMPANY; SHELL OIL PRODUCTS COMPANY; SHELL PIPELINE CORPORATION, EQUILON ENTERPRISES LLC; EQUILON PIPELINE COMPANY LLC; AND TEXACO REFINING AND MARKETING INC. FOR DETERMINATION OF GOOD FAITH SETTLEMENT**

**BY VERILAW:** True and correct copies of the foregoing documents were electronically served on counsel of record on January 7, 2004, by means of transmitting the documents to Verilaw in accordance with the Court's Case Management Order for Electronic Service.

I declare under penalty of perjury under the laws of the State of California that the foregoing is true and correct. Executed on January 7, 2004, at Los Angeles, California.



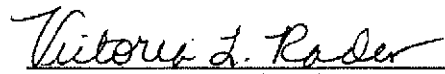
Victoria L. Rader

**PROOF OF SERVICE**

I am employed in the County of Los Angeles, California. I am over the age of 18, and not a party to the within action. My business address is 300 South Grand Avenue, Twenty-Second Floor, Los Angeles, CA 90071-3132. On January 14, 2004, I caused to be served the following documents in this action: **AMENDED ORDER ON MOTION BY CHEVRONTEXACO CORPORATION; CHEVRON U.S.A. INC.; CHEVRON PRODUCTS COMPANY; EXXONMOBIL CORPORATION; THRIFTY OIL CO.; BEST CALIFORNIA GAS, LTD.; SHELL OIL COMPANY; SHELL OIL PRODUCTS COMPANY; SHELL PIPELINE CORPORATION, EQUILON ENTERPRISES LLC; EQUILON PIPELINE COMPANY LLC; AND TEXACO REFINING AND MARKETING INC. FOR DETERMINATION OF GOOD FAITH SETTLEMENT**

**BY VERILAW:** True and correct copies of the foregoing documents were electronically served on counsel of record on January 14, 2004, by means of transmitting the documents to Verilaw in accordance with the Court's Case Management Order for Electronic Service.

I declare under penalty of perjury under the laws of the State of California that the foregoing is true and correct. Executed on January 14, 2004, at Los Angeles, California.

  
Victoria L. Rader



**PROOF OF SERVICE**

I, the undersigned, declare that I am, and was at the time of service of the paper(s) herein referred to, over the age of 18 years and not a party to this action. My business address is 1651 Response Road, Second Floor, Sacramento, CA 95815, which is located in the county in which this mailing occurred.

On January 14, 2004, I served: **NOTICE OF ENTRY OF AMENDED ORDER** on the following persons or parties by placing a true copy thereof in a sealed envelope, showing the interested parties in this action by placing true copies thereof enclosed in sealed envelopes addressed as stated on the attached service list, as follows:

       **BY MAIL:**

I am "readily familiar" with the firm's practice of collection and processing correspondence for mailing. Under that practice, it would be deposited in the U.S. Postal Service on that same day with postage thereon fully prepaid at Sacramento, California in the ordinary course of business. I am aware that on motion of the party served, service is presumed invalid if postal cancellation date or postage meter date is more than one day after date of deposit for mailing in affidavit.

       **BY PERSONAL SERVICE:**

I caused to be delivered such envelope by hand to the offices of the addressee.

       **BY FEDERAL EXPRESS OR OVERNIGHT COURIER**

       **BY TELECOPIER**

I served by facsimile as indicated on the attached service list.

  X   **BY ELECTRONIC SERVICE SYSTEM VIA VERILAW TECHNOLOGIES**

I caused the above-described document to be served by having a copy of the same posted on the Verilaw website, in accordance with the Court's Order governing electronic service of filings in this matter.

I declare under penalty of perjury under the laws of the State of California and the United States of America that the foregoing is true and correct.

Executed on January 14, 2004, at Sacramento, California.

  
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